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OF COUNSEL
URBAN A. LESTER

May 3, 2007

RECORDATION NO.

24816-H11
FILED

MAY 03 '07 -8 48 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Supplement No. 13 to Memorandum of Indenture, effective as of May 15, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 24816.

The names and addresses of the parties to the enclosed document are:

Debtor:	NARCAT, LLC 480 West Dussel Drive, Suite R Maumee, OH 43537
Debtor:	CARCAT ULC 480 West Dussel Drive, Suite R Maumee, OH 43537
Debtor:	NARCAT Mexico, S. de R.L. de C.V. 480 West Dussel Drive, Suite R Maumee, OH 43537
Secured Party:	Wells Fargo Bank, National Association Sixth Street and Marquette Avenue Minneapolis, MN 55479

Mr. Vernon A. Williams
May 3, 2007
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A description of the railroad equipment covered by the enclosed document is:

Exhibit A-1: 34 railcars have new reporting marks and new road numbers: railcars now marked ANGX, GNRR and RMGX were previously marked SPSX, PRSX, BPRR, CGR, NOPB and MACX as shown in the exhibit.

Exhibit A-2: 45 railcars with ANGX, ATX, BPRR, ITGX and SGLR reporting marks have been destroyed or scrapped as shown in the exhibit.

Exhibit B: Lease changes


A short summary of the document to appear in the index is:

Supplement No. 13 to Memorandum of Indenture.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 03 '07 -8 48 AM

SUPPLEMENT NO. 13 TO MEMORANDUM OF INDENTURE **SURFACE TRANSPORTATION BOARD**

This Supplement No. 13 To Memorandum of Indenture is made effective as of May 15, 2007, between NARCAT LLC., CARCAT ULC AND NARCAT MEXICO S. DE R.L. DE C.V., (collectively the "Debtors") and WELLS FARGO BANK, NATIONAL ASSOCIATION, as Indenture Trustee referred to below (together with its successors and permitted assigns, the "Secured Party").

WITNESSETH:

The Debtors and the Secured Party entered into the Indenture dated February 12, 2004, which was recorded with the Surface Transportation Board on February 12, 2004, under Recordation No. 24816 and with the Canadian Registry on February 12, 2004 at 3:35 p.m., by which the Debtors granted a security interest to the Secured Party in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached thereto ("Railcars") and in each lease as listed on Exhibit B attached thereto in order to secure the Debtors' performance of their obligations as described in the Indenture.

Subsequent to February 12, 2004, the following Supplements have been filed:

Document	Surface Transportation Board Recordation #/Date of Filing	Registrar General of Canada Date of Filing
Supplement No. 1	Recordation Number 24816-J/ May 11, 2004	May 12, 2004
Partial Release and Discharge of Lien	Recordation Number 24816-L/ August 10, 2004	August 10, 2004
Supplement No. 2	Recordation Number 24816-M/ August 11, 2004	August 11, 2004
Supplement No. 3	Recordation Number 24816-N/ November 10, 2004	November 10, 2004
Supplement No. 4	Recordation Number 24816-O/ February 9, 2005	February 9, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-P/April 8, 2005	April 26, 2005
Supplement No. 5	Recordation Number 24816-V/May 12, 2005	May 13, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-W/June 9, 2005	August 3, 2005
Supplement No. 6	Recordation Number 24816-X/August 12, 2005	August 11, 2005
Supplement No. 7	Recordation Number 24816-Y/November 9, 2005	November 8, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-AA/December 27, 2005	December 28, 2005
Supplement No. 8	Recordation Number 24816-BB/February 14, 2006	February 14, 2006
Supplement No. 9	Recordation Number 24816-DD/May 8, 2006	May 9, 2006
Supplement No. 10	Recordation Number 24816-EE/August 4, 2006	August 4, 2006
Supplement No. 11	Recordation Number 24816-FF /November 9, 2006	November 8, 2006
Supplement No. 12	Recordation Number 24816-GG /February 13, 2007	February 7, 2007

Subsequent to these filing certain changes have occurred in the reporting marks and road numbers listed on Exhibit A to the Indenture. Those changes are set forth on the attached Exhibits A-1 and A-2. Attached hereto as Exhibit A-1 are all reporting mark and road number changes that have occurred to the Railcars due to restenciling between February 1, 2007 and April 30, 2007. Attached hereto as Exhibit A-2 are the reporting marks and road numbers of all Railcars that have been destroyed, scrapped or sold between February 1, 2007 and April 30, 2007, and therefore are no longer subject to the Indenture. Also certain changes have occurred in the lease information listed on Exhibit B to the Indenture. Those changes are set forth on the attached Exhibit B, which include: a description of all new leases, and amendments to existing leases, that have been executed between February 1, 2007 and April 30, 2007, and a description of all leases that have been terminated or have expired between February 1, 2007 and April 30, 2007.

[Signature Pages to Follow]

IN WITNESS WHEREOF, each party hereto has caused this Supplement No. 13 to Memorandum of Indenture to be duly executed by its duly authorized representative as of the date and year first above written.

NARCAT LLC

By: Rasesh H. Shah
Rasesh H. Shah, Manager

STATE OF OHIO)

COUNTY OF LUCAS)

ss.:

On the 2nd day of May in the year 2007 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is Manager of NARCAT LLC, the limited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability company.

[Notarial Seal]



Julie Ann Dibble
Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

CARCAT ULC

By Rasesh H. Shah
Rasesh H. Shah, President/Secretary

STATE OF OHIO)

COUNTY OF LUCAS)

ss.:

On the 2nd day of May in the year 2007 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is President/Secretary of CARCAT ULC, the unlimited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said unlimited liability company.

[Notarial Seal]



Julie Ann Dibble

Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

NARCAT MEXICO S. DE R.L. DE C.V.

By


Rasesh H. Shah, Legal Representative

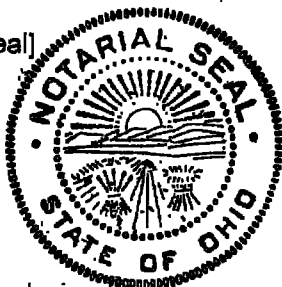
STATE OF OHIO

COUNTY OF LUCAS

ss.:

On the 2nd day of May in the year 2007 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is Manager of NARCAT MEXICO, S. de R.L. de C.V., the limited liability association with variable capital described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability association with variable capital

[Notarial Seal]




Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: Jason VanVleet
Name: Jason VanVleet
Title: Assistant Vice President

STATE OF Minnesota ss.:
COUNTY OF Hennepin

On the 2 day of May in the year 2007 before me personally came Jason VanVleet to me known, who, being by me duly sworn, did depose and say that he reside(s) at 4042 Arrowood Lane N., Plymouth, MN 55442; that he is the Assistant Vice President duly appointed of Wells Fargo Bank, National Association, the corporation described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of said corporation.



[Notarial Seal]

Kristen L. Puttin
Notary Public

My Commission Expires: 1-31-2012

EXHIBIT A-1

	New Car #	Prior Car #		New Car #	Prior Car #
1	ANGX001011	SPSX944030	18	RMGX000969	MACX000715
2	ANGX002044	PRSX000394	19	RMGX000970	MACX000716
3	ANGX004040	BPRR002659	20	RMGX000973	MACX000719
4	ANGX004126	CGR 001000	21	RMGX000975	MACX000721
5	ANGX004129	CGR 001004	22	RMGX000976	MACX000722
6	ANGX004130	CGR 001005	23	RMGX000977	MACX000723
7	ANGX004131	CGR 001006	24	RMGX000978	MACX000724
8	ANGX004133	CGR 001008	25	RMGX000979	MACX000725
9	ANGX004136	CGR 001011	26	RMGX000980	MACX000726
10	GNRR006055	NOPB006055	27	RMGX000981	MACX000727
11	GNRR006067	NOPB006067	28	RMGX000982	MACX000728
12	GNRR006071	NOPB006071	29	RMGX000983	MACX000729
13	RMGX000958	MACX000702	30	RMGX000984	MACX000730
14	RMGX000960	MACX000704	31	RMGX000985	MACX000731
15	RMGX000963	MACX000708	32	RMGX000986	MACX000732
16	RMGX000965	MACX000711	33	RMGX000988	MACX000734
17	RMGX000966	MACX000712	34	RMGX000989	MACX000735

EXHIBIT A-2

DESTROYED, SCRAPPED OR SOLD CARS

Destroyed Cars:

	Car Mark	Car Num
1	IC	624282
2	RMMX	008611
3	SLGG	010239
4	SLGG	011136

Scrapped Cars:

	Car Mark	Car Num		Car Mark	Car Num		Car Mark	Car Num
1	ANGX	002236	16	SGLR	008005	31	SGLR	008021
2	ANGX	004040	17	SGLR	008006	32	SGLR	008022
3	ATW	600013	18	SGLR	008007	33	SGLR	008023
4	ATW	600134	19	SGLR	008008	34	SGLR	008024
5	ATW	600136	20	SGLR	008009	35	SGLR	008000
6	ATW	600229	21	SGLR	008010	36	SPSX	007068
7	ATW	600096	22	SGLR	008011	37	SPSX	007073
8	ATW	600230	23	SGLR	008012	38	SPSX	007085
9	ATW	600146	24	SGLR	008014	39	SPSX	481596
10	BPRR	002648	25	SGLR	008015	40	SPSX	750053
11	ITGX	009503	26	SGLR	008016	41	SPSX	750054
12	SGLR	008001	27	SGLR	008017			
13	SGLR	008002	28	SGLR	008018			
14	SGLR	008003	29	SGLR	008019			
15	SGLR	008004	30	SGLR	008020			

Sold Cars: None

EXHIBIT B

NEW LEASES/AMENDMENTS TO EXISTING LEASES/EXPIRED/TERMINATED LEASES

Deal #	Lessee	Lease Documents
C01080	Calcium Silicates Corp., Inc.	Full Service Lease Agreement #01012005CSC dated effective as of 01/01/2005, and its related Rider Deal #01080 dated effective as of 01/01/2007 between NARCAT LLC, as Lessor and Calcium Silicates Corp., Inc., as Lessee.
C00864	Genesee & Wyoming, Inc.	Full Service Lease Agreement #07012006GWI and its related Rider Deal #C00864, both dated effective as of 7/1/2006, between NARCAT LLC, as Lessor, and Genesee & Wyoming, Inc., as Lessee.
C00841	Gulf Chemical & Metallurgical Corporation	Full Service Lease Agreement #10012005GCM and its related Rider Deal #C00841 both dated effective as of 10/01/2005 between NARCAT LLC, as Lessor, and Gulf Chemical & Metallurgical Corporation, as Lessee.
C01084	International Commodities Export Corporation	Full Service Lease Agreement #01052007ICC and its related Rider Deal #C01084 both dated as of 01/05/2007, between NARCAT LLC, as Lessor and International Commodities Export Corporation, as Lessee.
C00854	Linea Coahuil-Durango, S.A. de C.V.	Net Lease Agreement #11012005LCD and its related Rider #C00854 both dated effective as of 11/1/2005, and its Amendment dated as of 4/17/2007, between NARCAT MEXICO, S. DE R.L. DE C.V., as Lessor, and Linea Coahuil-Durango, S.A. de C.V., as Lessee.
C01008	National Lime and Stone Company	Full Service Lease Agreement #11012006NLS and its related Rider Deal #C01008, both dated effective as of 11/01/2006, between NARCAT LLC, as Lessor and National Lime and Stone Company, as Lessee.
C01035	National Lime and Stone Company	Full Service Lease Agreement #11012006NLS dated effective as of 11/01/2006, and its related Rider Deal #C01035 dated effective as of 1/15/2007, between NARCAT LLC, as Lessor and National Lime and Stone Company, as Lessee.
C01009	Oglebay Norton Industrial Sands	Full Service Lease Agreement #12012005ONI dated effective as of 12/1/2005, and its related Rider Deal #C01009, dated effective as of 8/1/2006 between NARCAT LLC, as Lessor and Oglebay Norton Industrial Sands, Inc., as Lessee.
C01039	Oglebay Norton Industrial Sands	Full Service Lease Agreement #12012005ONI dated effective as of 12/1/2005, and its related Rider Deal #C01039, dated as of 10/25/2006 between NARCAT LLC, as Lessor and Oglebay Norton Industrial Sands, Inc., as Lessee.
C01022	Perdue Farms Incorporated	Full Service Lease Agreement #09012005PFI, dated effective as of 9/1/2005, and its related Rider #C01022, dated 8/16/2006, and its Amendment dated effective as of 1/1/2007, between NARCAT LLC, as Lessor and Perdue Farms Incorporated, as Lessee.
C01022	Perdue Farms Incorporated	Full Service Lease Agreement #09012005PFI, dated effective as of September 1, 2005, and its related Rider Deal C01022 dated 8/16/2006 and its Amendment dated 1/18/2007 and its Guaranty Agreement Dated 3/29/2007, between NARCAT LLC, as Lessor and Perdue Farms Incorporated, which was subsequently assigned to Perdue AgriBusiness Incorporated, as Lessee.
C00865	Tazewell & Peoria Railroad, Inc.	Full Service Per Diem Lease Agreement #09012005TPR and its related Rider Deal #C00865 both dated effective as of 9/1/2005, between NARCAT LLC as Lessor, and Tazewell & Peoria Railroad, Inc., as Lessee.
C00866	Tazewell & Peoria Railroad, Inc.	Full Service Per Diem Lease Agreement #09012005TPR and its related Rider Deal #C00866 both dated effective as of 9/1/2005, between NARCAT LLC as Lessor, and Tazewell & Peoria Railroad, Inc., as Lessee.
C00969	Tazewell & Peoria Railroad, Inc.	Net Lease Agreement #03012006TPR and its related Rider Deal #C00969 both dated effective as of 3/1/2006, between NARCAT LLC as Lessor, and Tazewell & Peoria Railroad, Inc., as Lessee.

C00970	Tazewell & Peoria Railroad, Inc.	Net Lease Agreement #03012006 and its related Rider Deal #C00970 both dated effective as of 3/1/2006, between NARCAT LLC as Lessor, and Tazewell & Peoria Railroad, Inc., as Lessee.
C00862	Wilmot Transportation and Logistics, Ltd.	Full Service Lease Agreement #11012005WTL and its related Rider Deal #C00862, both dated 11/01/2005, and its notification letter agreed to 2/13/2007 between NARCAT LLC, as Lessor and Wilmot Transportation and Logistics, Ltd., now known as ProTrade Transportation Services, Ltd., as Lessee.
C00717 (RCL 700)	Calcium Silicate Corp Inc	Expired; Renewed as C01080
C00726 (RCL 700)	Calcium Silicate Corp Inc	Expired; Renewed as C01080
C00386 (RCL 246)	CSX Transportation	Lease Terminated; All cars returned - 2/1/07
C00430 (RCL 471)	Martin Marietta Material	Lease Terminated; All Cars Returned - 3/4/07
C00628 (RCL 279)	Martin Marietta Material	Lease Terminated; All Cars Returned - 3/4/07
C00909	Mississippi Delta Railroad	Lease Terminated; All cars returned - 12/31/06
C00428 (RCL 468)	Mosaic Crop Nutrition LLC	Lease Terminated; All cars returned - 2/9/07
C00437 (RCL 479)	Oglebay Norton Industrial Sands	Expired; Renewed as C01009

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/3/07



Robert W. Alvord